

BNSF



CRAIG N. SMETKO
Senior General Attorney

The Burlington Northern and Santa Fe Railway Company
Law Department
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial (847) 995-6819
Facsimile (847) 995-6846

RECORDATION NO. 17026-G FILED

NOV 25 '98

10-20AM

November 24, 1998

Mr Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of New Reporting Marks and Road Numbers for
STB Recordation No. 17026, an Equipment Lease Agreement,
and STB Recordation No. 17026B, a Trust Indenture and
Security Agreement

Dear Mr Williams:

I am enclosing an original and five verified copies of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

This document is a Statement of New Road Numbers, a secondary document, dated November 24, 1998 The primary document to which this is connected, an Equipment Lease Agreement, was recorded under Recordation No. 17026 on September 27, 1990.

The names and addresses of the parties to the Lease transaction are:

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890
ATTN: Corporate Trust Administration

Lessee: The Burlington Northern and Santa Fe Railway Company
(f/k/a Burlington Northern Railroad Company)
2650 Lou Menk Drive
Fort Worth, Texas 76131

Counter Part - V. Bartman

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 23 10 20 AM '97

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
November 24, 1998
Page 2

This document is also connected to a secondary document (relating to the same primary document), a Trust Indenture and Security Agreement, which was recorded under Recordation No. 17026B on September 27, 1990.

The names and addresses of the parties to the Indenture transaction are:

Owner Trustee: Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, Delaware 19890
 ATTN: Corporate Trust Administration

Indenture Trustee: State Street Bank
 (f/k/a The Connecticut National Bank)
 225 Asylum Street
 Hartford, Connecticut 06103
 ATTN: Dennis Fisher

A fee of \$26.00 is enclosed. Please return to the undersigned the extra copies not needed by the Board for recordation.

A short summary of the document to appear in the index follows:

Statement of New Road Numbers dated November 24, 1998 to reflect a change in numbers with respect to equipment described on Exhibit A of said document (amendment to STB Recordation No. 17026, an Equipment Lease Agreement, and STB Recordation No. 17026B, a Trust Indenture and Security Agreement, both recorded on September 27, 1990)

Very truly yours,



Craig N. Smetko
Senior General Attorney

/ds
Encs.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

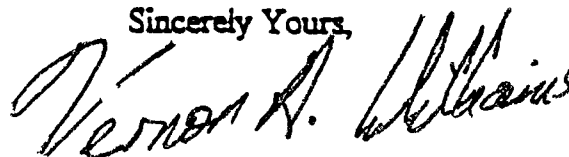
DATE: 11/25/98

Craig N. Smetko
The Burlington Northern and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 11/25/98 at 10:20AM, and
assigned recordation number(s). 16621-H, 17026-G, 17030-D, 18619-D and
18999-G.

Sincerely Yours,

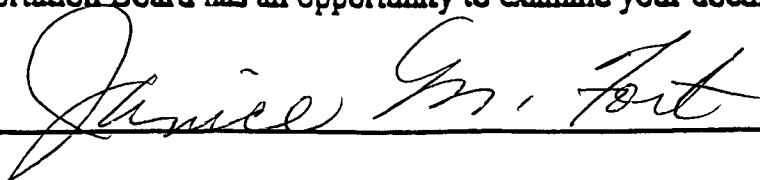


Vernon A. Williams
Secretary

Enclosure(s) (5)

\$ 130.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



BNSF



PATRICK J. OTTENSMEYER
*Assistant Vice President - Finance
and Treasurer*

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

November 17, 1998

RECORDATION NO. 17026-G FILED

NOV 25 '98

10-20 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers for
STB Recordation No. 17026 (Equipment Lease Agreement), and
STB Recordation No. 17026B (Trust Indenture and Security
Agreement), both dated September 27, 1990

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the cars identified in the attached schedule have been changed as set forth therein. This change pertains to STB Recordation No. 17026, an Equipment Lease Agreement, and STB Recordation No. 17026B, a Trust Indenture and Security Agreement, both recorded on September 27, 1990.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By 

Patrick J. Ottensmeyer
Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24TH day of November, 1998, before me personally appeared Patrick J. Ottensmeyer to me personally known, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of The Burlington Northern and Santa Fe Railway Company, that said instrument was signed and sealed on November 24, 1998, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)




Notary Public

SCHEDULE A

STB Recordation No. 17026 (Equipment Lease Agreement)

STB Recordation No. 17026-B (Trust Indenture and Security Agreement)

<u>Old Marking</u>	<u>New Marking</u>	<u>Date Changed</u>
BN 466270	BNSF 466270	12/2/97